

Exhibit D

Budget and Staffing Plan

Exhibit D-1

Budget Plan for the Compensation Period¹

¹ The total fees sought in this Application exceeded the total budgeted fees for the time period by 2.6%. Additionally, Proskauer fees in October exceeded the budget by \$171,311.20 or 66.7% and in December by \$8,859.30 or 0.7%. Proskauer billed more time than expected due to the increased activity at the direction of the Oversight Board related to the strategy for the development of a plan of adjustment, preparing oppositions to Ambac and Assured's petitions for writs of certiorari, conducting research and drafting the Debtor's complaint challenging proofs of claim filed by certain HTA bondholders related to the HTA bonds, and responding to requests to lift the automatic stay by various parties, including the Assured Lift Stay Motion.

Matter ID	Matter	October 2019		November 2019		December 2019		January 2020	
		Actual Fees	Estimated Fees	Actual Fees	Estimated Fees	Actual Fees	Estimated Fees	Actual Fees	Estimated Fees
33260.0009	PROMESA TITLE III: HTA	\$ 231,722.40	\$ 70,000.00	\$ 91,377.30	\$ 125,000.00	\$ 25,684.80	\$ 300,000.00	\$ 11,864.10	\$ 20,000.00
33260.0049	HTA TITLE III - AMBAC	\$ 103,390.50	\$ 75,000.00	\$ 135,276.60	\$ 150,000.00	\$ 2,998.20	\$ 5,000.00	\$ 315.60	\$ 5,000.00
33260.0050	HTA TITLE III - ASSURED	\$ 84,365.10	\$ 60,000.00	\$ 98,355.30	\$ 100,000.00	\$ 1,183.50	\$ 5,000.00	\$ 710.10	\$ 5,000.00
33260.0051	HTA TITLE III - PEAJE	\$ -	\$ 5,000.00	\$ -	\$ -	\$ 2,603.70	\$ 5,000.00	\$ 7,732.20	\$ 5,000.00
33260.0053	HTA TITLE III - MISCELLANEOUS	\$ 946.80	\$ 2,000.00	\$ 4,415.10	\$ 1,000.00	\$ 15,148.80	\$ 5,000.00	\$ 48,853.80	\$ 25,000.00
33260.0074	HTA LIEN AVOIDANCE AND SECURED STATUS COMPLAINTS	\$ 2,126.70	\$ 30,000.00	\$ 92,454.60	\$ 50,000.00	\$ 1,279,110.00	\$ 1,000,000.00	\$ 2,971.50	\$ 25,000.00
33260.0082	HTA - ASSURED MOTION TO LIFT STAY	\$ 5,759.70	\$ 15,000.00	\$ -	\$ -	\$ 2,130.30	\$ -	\$ 391,623.60	\$ 444,000.00
33260.0092	HTA REVENUE BOND COMPLAINTS	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 324,472.80	\$ 360,000.00
HTA TOTAL		\$ 428,311.20	\$ 257,000.00	\$ 421,878.90	\$ 426,000.00	\$ 1,328,859.30	\$ 1,320,000.00	\$ 788,543.70	\$ 889,000.00
ESTIMATED FEES Compensation Period (October 2019 - January 2020) TOTAL:									\$2,892,000.00
ACTUAL FEES Compensation Period (October 2019 - January 2020) TOTAL:									\$2,967,593.10
Percent Variance (Actual vs. Budgeted Fees)									2.6% above budget

Exhibit D-2

Staffing Plan for the Compensation Period

Staffing Plan for the Compensation Period²

Category of Timekeeper³	Number of Timekeepers Expected to Work on The Matter During the Budget Period⁴	Average Hourly Rate⁵
Partners	16	\$789
Senior Counsel	7	\$789
Associates & Lawyers	13	\$789
e-Discovery Attorneys	5	\$390
Law Clerks	5	\$270
Paraprofessionals	10	\$270
Total:	56	

² As noted in the Staffing Plan for the Compensation Period at Exhibit D-2 in the Application, the number of timekeepers expected to work on the matter during the Compensation Period was 56, and thus the actual number of timekeepers was 32 more than anticipated. Additional team members were needed to assist with research and analysis related to further developing the Debtor's strategy for a plan of adjustment, preparing the Debtor's complaint challenging proofs of claim filed by certain HTA bondholders related to the HTA bonds, and opposing requests to lift the automatic stay filed by various parties. Proskauer increased its staffing appropriately in accordance with the increased demands of the Debtor's Title III Case to ensure that diligent and timely representation was provided to the Oversight Board.

³ Attorney Practice Groups: BSGR&B, Litigation, Labor & Employment, and Corporate.

⁴ The chart reflects Proskauer's staffing plan for the designated period based on currently foreseeable activities. Actual staffing needs, including additional attorneys, may vary materially based on actual facts and circumstances arising in the designated period, including as a result of currently unanticipated disputes. The staffing plan currently includes attorneys from the BSGR&B, Litigation, Labor & Employment, and Corporate practice groups. The expertise of attorneys from other specialized areas is likely to be required during the course of these PROMESA cases.

⁵ As explained in the Application, Proskauer's Engagement Letter provides as of January 1, 2020 for rates 4% higher than these rates, but Proskauer agreed not to request allowance and payment of the incremental rates until after confirmation of a plan of adjustment for the Commonwealth or a final fee application.